

Professional Recyclers of Pennsylvania
Board of Directors Meeting Minutes
Ramada Conference Center, State College
September 10, 2007

Board Members Present

Amy Mazzella di Bosco
Mike Crist
Joanne Shafer
Chuck Raudenbush
John Yingling
Pete Previte
Walt Davenport
Tanya McCoy Caretti
Brenda Schmidt
Michele Nestor
Kris Howdyshell
Dan Grow
Dean Delong
Sue Mancino

PROP Staff Present

John Frederick
Jennifer Allison

1. Administrative

1.1 Roll Call & Introductions – Amy Mazzella di Bosco

- a. It was decided that there was a quorum.
- b. Amy Mazzella di Bosco called the meeting to order at 10:18 a.m.

1.2 The July Board Meeting Minutes had been previously emailed to all of the Board Members and Board Proxies for review. Amy Mazzella di Bosco noted that there were two corrections to be made:

- a. In section 1.3 Financial Report Joanne stated that the CDs would mature in August, but they will actually mature in December 2007.
- b. In section 4.1 e. the word “out” was to be removed from the sentence.

Motion: John Yingling moved to approve the July Board Meeting Minutes with corrections. Walt Davenport seconded the motion. Motion carried.

1.3 Financial Report – Joanne Shafer

- a. Joanne reviewed the financial report as presented to the Board in the board packet. She stated that the checking account balance as of September 10th was \$144,881.48 and the savings account balance as of August 31st was \$53,139.68. There were two CDs with the first containing \$25,000.00 and the second containing \$2,000.00. Joanne also noted that there were restricted scholarship funds that will shift into the CDs upon maturity.
- b. Joanne reviewed the outstanding invoices. There were DEP invoices for May, June, July and August of \$31,200.95, \$55,292.18, \$51,291.48 and \$41,698.73 respectively. There were also two outstanding conference invoices: Abitibi Paper Retrievers \$4,000.00 and Blue Mountain Recycling \$661.00.
- c. A conference comparison was included in the board packet and Joanne mentioned that the figures are not yet final because of the outstanding invoices and an invoice from the conference facility that has not yet been reviewed or finalized.

Motion: Mike Crist moved to approve the financial report. Dean Delong seconded the motion. Motion carried.

2. Consent Agenda
 - a. Amy Mazzella di Bosco moved to remove the Nominations Committee Report from the Consent Agenda.
 - b. Amy Mazzella di Bosco moved to remove the Membership Development Committee Report from the Consent Agenda.
 - c. Joanne Shafer moved to remove the Professional Certification Committee Report from the Consent Agenda.

- 2.1 Professional Certification Committee Report

- a. Joanne Shafer reminded the Board that another scholarship donation of \$500 was received at the conference and that amount needed to be designated as restricted.

Motion: Dean Delong moved to restrict the \$500 to the scholarship fund. Brenda Schmidt seconded the motion. Motion carried.

- b. Chuck Raudenbush mentioned that WM donates \$200-250 each year through the political action committee match and requested that the money also be restricted to scholarship funds as well. John Frederick agreed to the request.
- c. John Yingling asked whether a review board had been set yet. Joanne Shafer replied that it had not, because the certification committee had not yet met. Tanya McCoy Caretti questioned why that mattered because at the last board meeting the board decided that the new board should be named by the president. Joanne believed that the certification committee should meet with Penn State, because the original anonymous donor asked that Penn State be consulted as an academic advisor. Tanya then requested that an email go out to the board regarding Penn State's recommendations.
- d. Amy Mazzella di Bosco clarified the matter by stating that the decision at the last meeting was that the Professional Certification Committee would make a recommendation to the Board President regarding parameters, criteria, application, review process, etc. After the Certification Committee met with a representative of Penn State, and they provide recommendations to her, she will, as the Board President, appoint a committee. At the Board's request, the committee will be comprised of PROP members in good standing who do not serve on the Certification Committee. The Board also requested that a board member be the committee chair.

- 2.2 Membership Development Committee

- a. As the new Committee Chair, Michele Nestor reviewed the new ROC/NRC membership structure recommendations. Michele and John Frederick agreed that the new structure would not require PROP to change its own membership labels. But when reporting to NRC, PROP will need to translate its own names to the NRC names. John observed that the structure table does not mirror PROP's membership structure, but it also does not contradict our structure. It will require some translation though.

Motion: Chuck Raudenbush moved to approve proposed NRC membership structure. Dean Delong seconded the motion. Motion carried.

- 2.3 Nominations committee

- a. Mike Crist reported the result of the bylaws amendment ballot. There were 113 votes returned by the deadline: 109 yes votes, 3 no votes and 1 undecided vote. As a result of the vote, the proposed amendment will be made to the PROP bylaws.
- b. Mike Crist also reported the election results. (The PROP Board had previously voided the original ballot due to the fact that some members did not receive their ballot in a

timely manner.) There were 169 election ballots returned by the deadline. Of those, 1 ballot was invalid. Bob Bylone, Art Feltes and Kris Howdysshell were elected to the three public sector positions within the DEP regions. Mike Hanscik, Michele Nestor, Chuck Raudenbush, Lori Robson, John Yingling and Brenda Schmidt were elected to the open At-Large positions.

Motion: Walt Davenport moved to accept the Nominations Committee Report. Dan Grow seconded the motion. Motion carried.

- c. Chuck Raudenbush recommended that the unsuccessful candidates be notified, thanked and asked to remain active. It was decided that all candidate will be notified of the election results.
- d. Amy Mazzella di Bosco stated that there were two open Board seats to be addressed. Jan's regional seat was open, but would be filled with the results of the election.
- e. Amy continued the discussion by addressing the need to fill Don Blakesley's regional seat. That seat would not be up for re-election until 2008, therefore the Board would need to fill that seat for the remainder of the term. Dean Delong recommended sending a mailing to public sector members in the Northeast Region asking for volunteers to serve because it could be a difficult regional seat to fill.
- f. Amy stated that if the staff would provide a list of people in that region, she would be happy to send a mailing asking for volunteers. Michele Nestor also said she would also announce the opening at an upcoming regional (western pa) round-table as well.
- g. In regard to a discussion at the July Board meeting, Amy also reported that she had spoken with Don Blakesley about his resignation. He told her that there were other issues involved in his resignation as well, and apologized for the way it was handled. He hopes to return in a few years when he is able.
- h. The Board also discussed the possibilities and hurdles to handling elections electronically. Discussion included:
 - sending email notifications of elections,
 - the limited number of email addresses provided by members,
 - the cost of a paper ballot,
 - sending a postcard notification of a web-based vote,
 - the limitations of SurveyMoney's ability to provide anonymity, and
 - the idea of including PROP membership numbers on the mailing labels.Tanya McCoy Caretti requested that the Board President put this in the hands of the nominating committee for recommendation before next year's election.
- i. John Frederick also noted that Mike Crist took over the Nominations Committee Chair position this year because Chuck Raudenbush was unable to serve due to a conflict of interest. John continued by recommending that Chuck and Mike co-chair in the future to cover this situation when one or the other is up for re-election.

3. Old Business

3.1 Certification Program Proposals

John Frederick said that he did not have much to report. He did say that PROP has discussed with NRC the idea of PROP providing classes at the 2008 congress. No commitment had yet been made. A proposal must first be sent to NRC.

3.2 County Fees Update

- a. Tanya McCoy Caretti stated that the Government Liaison Committee had met the week prior to discuss the matter of fees. John Frederick, Dan Clark and possibly Joe Leighton would later meet with Bud George's office to discuss the several versions of the bills that

were out there, so that Bud's staff could begin to work on the issue. Tanya reported that until Bud signed off on the blending of legislation, it was felt that PROP should not push forward with this issue. She also said that there were Senate sponsors to support the legislation when it came out of Bud George's office.

- b. In the meantime, Tanya and the Government Liaison Committee made the following recommendations:
 - PROP should remove the "fees are illegal" statements on the website.
 - PROP should try to get access to Larry Holley's presentation given at the prior week's SWANA conference, and make it accessible to members. The presentation was significant because a slide in the presentation stated that DEP supports administrative fees that are "contractually negotiated". It was the first time DEP made such a statement.
 - Also make available Hans Anderson's presentation regarding the recent Oneida-Herkimer Supreme Court decision.
 - Bring Hans Anderson to a PROP meeting so members could hear his presentation and get clarification of the position in the Oneida-Herkimer decision. Joanne Shafer said that he would fit into the upcoming Recycling and Public Policy class.
- c. Tanya reported that she would send minutes to the Board members via email later that week, after she followed up on an issue.

3.3 2007 PROP Conference Report

- a. John stated that he didn't have much to report. He said that there were good returns on individual session evaluations and in the overall evaluations.
- b. There were 50 letters of apology sent to DEP members, consultant members, and private sector collectors who may have been offended by the comments of one presentation.
- c. Chuck Raudenbush questioned why registration income was down the past few years. Joanne Shafer clarified that 2006 was the first year that room reservations were not included in the registration fees and that there was a subsequent reduction in the facility fees line-item.

3.4 2008 PROP Conference – Gettysburg

- a. John Frederick reported that he had a conversation with the Wyndham after the Board decided to continue with the 2008 conference in a scaled-back version. The conversation included:
 - PROP would be cutting Tuesday and early Wednesday portions of the conference, because it would be better for the hotel. PROP could then get access to the ballroom at 3:00 p.m. on Wednesday.
 - Exhibitors could set up Wednesday afternoon and they would have all-day Thursday. Tear down would be Thursday evening.
 - Smaller meeting rooms could be made available earlier if necessary.
 - The board meeting would be held on Wednesday morning. (The Board decided here that the decision would be made at a future date.)
- b. John also reported that he told the hotel that PROP would (worst-case) be down 100 room nights. John also stated that PROP will lose some exhibitors, but he thought that if they were given a good package, and possibly a concession for the 2008 NRC Congress, PROP would be okay. He believed that there were enough regional companies that PROP would not lose many to the NRC congress. He also believed that not many attendees would be lost either.
- c. John stated that the contract for the conference would be reworked, so that the room numbers will be lowered, and hopefully PROP would not have to pay meeting room

penalties due to a low number of room-night reservations. In return for this reduced rate, PROP will need to hold other events at that facility over the course of the year.

- d. John Yingling mentioned that the Certification training classes will need to be reworked into the new conference timeline, as they are a draw for many attendees

3.5 NRC Annual Congress and Exposition – Pittsburgh

- a. Tanya McCoy Caretti volunteered to recruit L. Robert Kimball employees in Pittsburgh to assist with the NRC tours.
- b. John Frederick presented his own sample draft of the agreement for the 2008 NRC Congress to be held in Pittsburgh. John took the 2007 Colorado contract and added some items in italics/blue for the board to review. He pointed out II 5 on page 4, where he had added a comment regarding discounts available to exhibitors who participate in both the PROP and NRC conferences. He also mentioned that PROP had expressed a desire to hold Certification classes. Comments were also added to ask for a welcome booth at the registration tables. John also added wording that said PROP would be included in any planning processes, so that PROP would remain in the loop.
- c. John also pointed out that incentive credits on page 5, were unclear. But it basically worked out to be that the more people PROP “brings”, the more money will be given. John also observed that during the past few years, other states have done well in a wide variety of categories.
- d. John Yingling noted some inconsistent dates in the draft copy and John Frederick replied that it was his own draft.

Motion: Dean Delong moved to use this draft as the basis to move forward with NRC negotiations, with the condition that PROP covers its cost. Dan Grow seconded the motion. Motion carried

- e. The NRC Host Negotiating Committee will review this draft, and move forward with NRC negotiations. The Committee consists of Michele Nestor, Tanya McCoy Caretti, Dan Grow, Chuck Raudenbush and Joanne Shafer.

4. New Business

4.1 2008 conference committee

- a. John Frederick said that a conference committee meeting would be held at the Gettysburg Wyndham Hotel on October 1st. Amy Mazzella di Bosco pointed out that there was no 2008 Conference Committee yet.
- b. John stated that there are a few people that may be returning from the 2007 conference committee. He also said that the staff believes that the committee should be separated into two groups: one that handles the program and site/logistics, and one that handles promotions/engaging people.
- c. Amy said that John should send an email to the board and membership, stating that the meeting is coming up, and inviting people to attend/RSVP. Then at the meeting two groups should be organized.
- d. Joanne Shafer recommended that the promotions committee should have 1-2 people who are willing to focus on fund-raising. She also thought that one person on the committee(s), other than a staff member, should be a liaison between the conference committee and the NRC Host committee. Tanya McCoy Caretti and Michele Nestor both volunteered to act in that capacity.

4.2 Public Education Campaign Project Proposal

- a. John Frederick told the Board that he had been approached by Blair County Intermunicipal Recycling Committee regarding some work that needed to be done.

Apparently the IRC was told by DEP that their program must improve. The work that John was recommending be done by PROP was a web and radio based educational campaign.

- b. John stated that he believed that no PROP members would be interested in this type of work.
- c. John provided a project proposal to each member of the board present. With his projected figures, there would be \$4,200.80 spent on staff hours, and \$56,637.50 hard costs, with a total cost of \$60,838.30 and income of \$65,000. Lengthy discussion ensued, including:
 - Concerns that the staff rate should be charged at the same rate charged to DEP for the Certification contracts.
 - A question about to whom the final product would belong. John Yingling believed that it should be the property of PROP, but Tanya McCoy Caretti replied that according to contract law, it would belong to the customer. And she added that even if PROP were allowed to use it, it would require a written contract each and every time it was used by PROP.
 - The Board members disagreed about John's statement regarding the idea that there were no PROP members who do this kind of work. And several expressed concerns that PROP could lose members and potential future funding over this project.

Motion: Dean Delong moved that PROP not enter into an agreement with Blair County IRC. Dan Grow seconded the motion. Motion carried with one opposed and three abstentions.

- d. Further discussion ensued:
 - Several Board members recommended that PROP develop templates for this kind of work. The templates could then be sold, as the property of PROP, and customized for counties/municipalities at a small cost which would not necessarily make money for PROP, but be offered as a service. PROP could also seek to obtain funding for this developmental type of work.
 - It was also recommended to John, that when PROP is approached regarding this type of work, he should refer the county/municipality to several PROP members, and say that if those members can't help, then PROP will be willing. Or, another option would be for PROP to accept the work, and then put out an RFP to its members, so that PROP would be acting as a facilitator.
 - John argued that PROP is attempting to diversify its revenue, and this was an opportunity to do so. He also stated that there are other recycling organizations that "compete" with their members, as defined by the ongoing discussion, and even PROP does so through the certification program. He argued that the Board could not take an absolute approach to this. As Board President, Amy Mazzella di Bosco stated that it was not an absolute, but the process was being followed as it should. The proposal was brought in and the Board defined the line, and whether or not it was being crossed
 - One Board member believed that because Blair County IRC approached John, and didn't ask anyone else, PROP is not in competition with anyone else, because they were not asked.
- e. Chuck Raudenbush called for a roll-call vote. Amy Mazzella di Bosco decided to throw out the original vote.

Motion: Dean Delong moved to reject the project proposal as presented to the Board. Dan Grow seconded the motion. A roll-call vote was taken:

Joanne Shafer – No
Tanya McCoy Caretti – Yes
Michele Nestor – Abstained
Brenda Schmidt – Yes
Kris Howdyshell – Yes
Walt Davenport – Abstained
Dan Grow – Yes
Dean DeLong – Yes
Chuck Raudenbush – Yes
Pete Previte – No
John Yingling – Yes
Mike Crist – Yes
Sue Mancino – Yes

The motion carried with 9 yes votes, 2 no votes and 2 abstentions.

- f. John Frederick then questioned whether PROP has a “moon-lighting” policy. A former employer approached him to do some work, and he wanted clarification of whether or not he should proceed. Chuck Raudenbush stated that perhaps PROP needs a policy, and the executive/personnel committee should bring a recommendation to the board. It was decided that in the meantime there was no policy so John may proceed as long as there is no use of PROP time or resources.

4.3 PROP Membership List

- a. John Frederick stated that PROP currently provides the membership mailing list to members who ask. He was recommending that the list be made available only to Office members or higher.
- b. Joanne Shafer said that the Membership Development Committee should discuss the matter and make a recommendation to the board.

5. Good of the Order and Adjournment

- a. Chuck Raudenbush recommended moving next year’s September Board Meeting to coincide with the SWANA/PWIA meeting so that board members won’t need to travel quite as much.
- b. The next meeting of the PROP Board of Directors will be at the November Board Retreat at the Wydham in Gettysburg, PA.

Motion: Chuck Raudenbush moved to adjourn the meeting. Pete Previte seconded the motion. Motion carried.

- c. President Amy Mazzella di Bosco adjourned the meeting at 1:58 p.m.

Respectfully Submitted,
Jennifer Allison
PROP Administrative Assistant

These minutes are reflective of the happenings of this meeting; however, they may not reflect the order in which they occurred.